

RECORDATION NO. 17349-F FILED

SEP 4 '98

10-55 AM

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OF COUNSEL  
URBAN A. LESTER

September 4, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D C. 20423

Dear Mr. Williams

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are seven (7) copies of a Statement of New Reporting Marks, dated September 1, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Security Agreements, Equipment Leases and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 17349

The name and address of the party to the enclosed document are:

Borrower/Lessee      Consolidated Rail Corporation  
2001 Market Street  
Philadelphia, Pennsylvania 19101

A description of the locomotives with original reporting marks and numbers and new reporting marks and number is set forth on Schedule B attached to the Statement.

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SURFACE TRANSPORTATION BOARD

*Counter Parts - Betty*

Mr. Vernon A. Williams  
September 4, 1998  
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

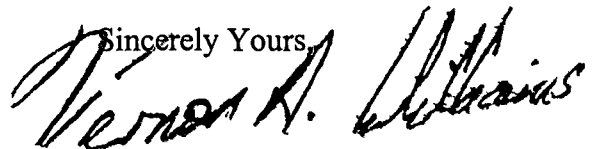
Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

DATE: 9/4/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3(c), on 9/4/98 at 10:55AM , and  
assigned recordation number(s). 11303-E, 14098-D, 14187-A, 14241-G, 14327-B, 14639-G,  
14867-C, 14891-G, 14993-F, 15596-G, 16288-B, 16500-C,  
16553-C, 16946-E, 16947-E, 17348-F, 17349-F, 17350-F,  
18132-F, 18133-F, 18134-A, 18357-J, 18449-A, 18870-B,  
19487-F, 19488-F, 19489-C, 19623-D, 19708-A, 20034-F,  
20035-F and 20036-C.

Sincerely Yours,



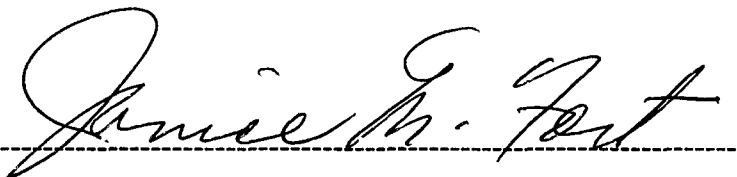
Vernon A. Williams

Enclosure(s)(32)

832.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 17349-F FILED

SEP 4 '98

10-55 AM

STATEMENT OF NEW REPORTING MARKS dated as of  
September 1, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania  
corporation (hereinafter called "Conrail"),

Conrail is party to that certain agreement specified in Item 1 of Schedule A  
hereto (hereinafter called the "Lease"), with the party specified in Item 2 of Schedule A  
hereto (hereinafter called the "Lessor"), covering the units of railroad equipment specified  
in Schedule B hereto (hereinafter called the, subject Equipment) and certain other units of  
railroad equipment.

Evidence of the Lease has been recorded with the Surface Transportation  
Board or the Interstate Commerce Commission on the date specified in Item 3 of Schedule  
A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Certain obligations of Conrail under the Lease and the subject Equipment  
have been assigned and granted as security by the Lessor, pursuant to that certain  
agreement(s) specified in Item 5 of Schedule A hereto (hereinafter called the "Security  
Agreement(s)"), with the party specified in Item 6 of Schedule A hereto (hereinafter called  
the "Secured Party").

Evidence of the Security Agreement(s) has been recorded with the Surface  
Transportation Board or the Interstate Commerce Commission on the date specified in  
Item 7 of Schedule A hereto, and assigned the recordation number specified in Item 8 of  
Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject  
Equipment as indicated on the attached Schedule B. All the marks are assigned to Conrail  
or an affiliate of Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the  
same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the  
United States Code to show for the public record both such reporting marks, and to  
preserve the protection of the rights afforded to the Lessor and the Secured Party in the  
Subject Equipment by said section 11301, when, if, as and whether such reporting marks  
are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McRedden

## SCHEDULE A

Item 1, Lease:

dated as of May 29, 1991

Item 2, Lessor:

Holidaysburg Locomotive Lease Company, c/o Nomura Babacock and  
Brown, Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-Ku, Tokyo,  
Japan 103

Item 3, date of recordation of lease:

May 29, 1991

Item 4, recordation number of lease:

17349

Item 5, Security Agreements:

dated as of May 29, 1991

Item 6, Secured Party:

U. S. Trust Company, 114 West 47th Street, New York, NY 10036

Item 7, date of recordation of Security Agreements:

May 29, 1991

Item 8, recordation number of Security Agreements:

17349

**Schedule B**

**Original Reporting  
Marks and Identifying  
Numbers**

**New Reporting  
Marks and Identifying  
Numbers**

**Original Reporting  
Marks and Identifying  
Numbers**

**New Reporting  
Marks and Identifying  
Numbers**

CR 6140

PRR 8367

CR 6145

PRR 8370

CR 6141

PRR 8368

CR 6149

PRR 8371

CR 6144

PRR 8369

Schedule B

**Original Reporting  
Marks and Identifying  
Numbers**

CR 6142  
CR 6143  
CR 6146

**New Reporting  
Marks and Identifying  
Numbers**

NYC 7337  
NYC 7338  
NYC 7339

**Original Reporting  
Marks and Identifying  
Numbers**

CR 6147  
CR 6148

**New Reporting  
Marks and Identifying  
Numbers**

NYC 7340  
NYC 7341

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS.:  
COUNTY OF PHILADELPHIA )

On this *1st* day of September 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My commission expires.

<p><b>NOTARIAL SEAL</b> Suzanne J. Rossomando, Notary Public City of Philadelphia, Phila County My Commission Expires June 28, 1999</p>
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